

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE IAC/INTERACTIVECORP) CLASS ACTION
SECURITIES LITIGATION)
) Case No. 04-CV-7447

)

**IAC DEFENDANTS' MOTION TO DISMISS
THE CLASS ACTION COMPLAINT**

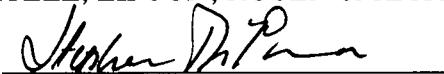
IAC/InterActiveCorp and the individual defendants named in the Class Action Complaint, by their undersigned counsel, hereby move pursuant to Federal Rule of Civil Procedure 12(b) to dismiss the claims against them in the Consolidated Complaint for Violation of the Federal Securities Laws. Leave to amend should be denied. Movants respectfully submit here-with a Memorandum of Law in Support of this Motion to Dismiss and a binder of exhibits.

Dated: New York, New York
September 15, 2005

Respectfully submitted,

WACHTELL, LIPTON, ROSEN & KATZ

By:



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